

**AMENDMENT NO. 1
TO DEVELOPMENT AGREEMENT FOR ASPEN MEADOWS PUD**

This Amendment No. 1 to the Development Agreement for Aspen Meadows PUD (the "Amendment") is made and entered into as of this 21 day of MAY, 2012 by and between **Nilson and Company, Inc.**, dba **Nilson Homes**, a Utah Corporation ("Developer") and **Morgan County**, a political subdivision of the State of Utah, by and through its County Council (the "County").

RECITALS:

WHEREAS, the parties have previously entered into that certain Development Agreement for Aspen Meadows PUD, Morgan County, Utah dates January 9, 2008 and recorded as Entry No. 111103, Book 260, Page 183 by the Morgan County Recorder (the "Agreement") and affecting the properties described in Exhibit A; and

WHEREAS, section 2.9 of the Agreement contains certain provisions regarding moderate or affordable housing and a dispute has arisen between the parties with respect to the enforceability of those provisions in the Agreement (the "Dispute"); and

WHEREAS, without waiving or conceding their respective positions regarding the Dispute, the parties desire to amend the Agreement to resolve the Dispute; and

WHEREAS, based on certain anticipated pricing information provided by the Developer, it now appears that most, if not all, of the units in the Aspen Meadows PUD will be available to households making 80% of the average median income in Morgan County.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the County and Developer hereby agree as follows:

1. Section 2.9 of the Agreement is hereby deleted in its entirety.
2. Other than as specifically modified by this Agreement No. 1, all other provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment by and through their respective duly authorized representatives as of the day and year first written above.

COUNTY:

MORGAN COUNTY

By Donald Mathews

Its Council Vice Chair

DEVELOPER:

NILSON & COMPANY, INC. dba
NILSON HOMES, a Utah Corporation

By Bruce L. Nilson

Its president

Attest:

Stacy Paul
Morgan County Clerk



STATE OF UTAH)
) :SS.
MORGAN COUNTY)

STATE OF UTAH)
) :SS.
COUNTY OF WEBER)

The above instrument was acknowledged before me by Donald Mathews, the Council Vice Chair of the Morgan County Council, this 24 day of May, 2012.

Ronda Kippen
Notary Public

The above instrument was acknowledged before me by Bruce L. Nilson, the President of Nilson and Company, Inc. dba Nilson Homes, a Utah corporation, this 21st day of May, 2012.

C. Chris Ashby
Notary Public



EXHIBIT A

This Agreement affects the following properties:

All of units 1 – 6, Aspen Meadows P.U.D. Amended, A Planned Unit Development (Serial Nos. 03-ASPM1-0001-A through 03-ASPM1-0006-A and Parcel Nos. 00-0080-4896 through 00-0080-4901)

All of units 7 – 17, Aspen Meadows P.U.D, A Planned Unit Development (Serial Nos. 03-ASPM1-0007 through 03-ASPM1-0017 and Parcel Nos. 00-0077-5357 through 00-0077-5367)

All of units 18 – 28, Aspen Meadows P.U.D. Amended, A Planned Unit Development (Serial Nos. 03-ASPM1-0018-A through 03-ASPM1-0028-A and Parcel Nos. 00-0080-4902 through 00-0080-4912)

All common and limited common areas as dedicated within Aspen Meadows P.U.D. and Aspen Meadows P.U.D. Amended:

Common Area Units 1 – 28 within the Aspen Meadows P.U.D., A Planned Unit Development and the Aspen Meadows P.U.D. Amended, A Planned Unit Development (Serial No. 03-ASPM-CA-NA-A and Parcel No. 00-0080-4913)

Limited Common Area Units 1 – 6, as dedicated within the Aspen Meadows, P.U.D., Amended, A Planned Unit Development (Serial No. and 03-ASPM-1-CA-NA1-A and Parcel No. 00-0080-4914)

Limited Common Area Units 7 – 12, as dedicated within the Aspen Meadows, P.U.D., A Planned Unit Development (Serial No. and 03-ASPM-1-CA-NA2 and Parcel No. 00-0077-5381)

Limited Common Area Units 13 – 18, as dedicated within the Aspen Meadows, P.U.D., A Planned Unit Development (Serial No. and 03-ASPM-1-CA-NA3 and Parcel No. 00-0077-5382)

Limited Common Area Units 18 – 22, as dedicated within the Aspen Meadows, P.U.D., Amended, A Planned Unit Development (Serial No. and 03-ASPM-1-CA-NA4-A and Parcel No. 00-0080-4915)

Limited Common Area Units 22 – 28, as dedicated within the Aspen Meadows, P.U.D., Amended, A Planned Unit Development (Serial No. and 03-ASPM-1-CA-NA5-A and Parcel No. 00-0080-4916)